

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF PUERTO RICO**

IN THE MATTER OF:

CARIAN MANAGEMENT, INC.

Debtor

CASE NO. 10-04052 (BKT)

CHAPTER 11

**ATTORNEY'S FIRST APPLICATION FOR ALLOWANCE OF
COMPENSATION AND REIMBURSEMENT OF
NECESSARY COSTS AND EXPENSES
(for the period of March 26, 2010 to October 31, 2010)**

TO THE HONORABLE COURT:

COMES NOW, C. CONDE & ASSOC., debtor's attorney and applicant in this matter, who respectfully files this application for allowance of compensation and reimbursement of expenses and represents and states as follows:

1. This application is submitted in compliance with the Guidelines of the U.S. Trustee Office, for the reviewing of applications for professional compensation and reimbursement of expenses.

2. *Background:*

a) Debtor, Carian Management, Inc., filed a voluntary Petition under Chapter 11 of the Bankruptcy Code, on May 13, 2010, under case number 10-04052.

b) The application for employment of the undersigned attorney was filed on May 13, 2010, provided that payments of fees and expenses are subject to the approval of the Court. The employment of the undersigned attorney was approved on June 7, 2010.

c) The hourly rates agreed to by applicant and debtors, disclosed in the referred application

for compensation were \$275.00 per hour for attorney Carmen D. Conde Torres, \$250.00 per hour for Associates, \$200.00 per hour for junior attorney and \$100.00 per hour for paralegal assistance. A retainer of \$15,000.00 has been paid to date. Said retainer was credited to this first application for compensation.

d) Professional services for which allowance of compensation and reimbursement of expenses payment is sought were performed during the period from March 26, 2010 up to October 31, 2010.

e) This is applicant's first professional fee application.

3. The status of the case, related to the services provided by the undersigned, is as follows:

Drafting, review and filing of Schedules and Statement of Financial Affairs. Prepared and attended Initial Debtor Interview and Meeting of Creditors and provided to US Trustee all documents requested. Drafting of first day motions, including, but not limited to determination of critical vendors. Status Report required by the Court was drafted and filed and Status Conference hearing was attended. Analyze and draft and review application for employment of professionals. Received, reviewed and filed of Monthly Operating Report. Proofs of Claims filed were received, claims were reconciled with Debtor's records and creditors concerns were attended. The Disclosure Statement and

Plan of Reorganization were prepared and filed; negotiations with several creditors took place in order to reconcile their claims. Motions for the assumption or rejection of contracts were drafted and filed. Considerable time was incurred in the assistance for the negotiation, drafting and filing of the Motion for the Use of Cash Collateral and the Post Petition Financing.

4. A summary of professional time and fees requested, and for which this application is filed is as follows:

Total Fees Incurred	\$64,527.50
Expenses	<u>\$ 1,292.98</u>
Total	\$65,820.48

5. Applicant provides an itemized description of services rendered with entries organized in chronological order and costs and expenses are also detailed in the enclosed breakdown marked as Exhibit I and are evidenced by the enclosed receipts and certification which are also made part of this application.

6. A summary of Exhibit I is as follows:

	Hours	Fee	Total
Pre-Petition Matters	27.70		\$7,562.50
Petition, Schedules and SOFA	21.40		\$5,885.00
First Day Motions	4.00		\$1,095.00
Case Administration	24.80		\$6,670.00

Employment of Professionals	4.60	\$1,200.00
Claims & Creditors	5.90	\$ 1,520.00
Meeting of Creditors	9.50	\$ 2,612.50
Pending Litigation	9.70	\$ 2,530.00
Executory Contract	1.50	\$ 395.00
Monthly Operating Reports	3.80	\$ 1,020.00
Disclosure Statement	46.40	\$12,022.50
Use of Cash Collateral	23.90	\$ 6,422.50
Critical Vendors	1.30	\$ 357.50
Post Petition Financing	55.40	\$15,235.00
Expenses		<u>\$ 1,292.98</u>
Total		\$65,820.48

7. Applicant hereby certified that the enclosed breakdown of fees and expenses has been discussed and agreed to by debtors.

8. I hereby certify that I have read the application and to the best of my professional knowledge, information and belief formed after reasonable inquiry, the compensation and expenses reimbursement sought conforms with the guidelines of the U. S. Trustee and that the compensation and expense reimbursement requested herein, actual and necessary, are billed at rates in accordance with practices no less favorable to the Debtor/Estate, than those customarily employed.

WHEREFORE, applicant respectfully prays this Honorable Court to enter an order allowing the compensation and reimbursement of necessary expenses sought hereunder in the total sum of **\$65,820.48** representing **\$64,527.50** in professional fees and **\$1,292.98** in reimbursement of necessary costs and expenses incurred, and thereupon to authorize and direct the debtor in possession to pay applicant **\$65,820.48** from the funds of the estate as an administrative expense allowable under 11 U.S.C. Section 503(b), less the retainer fee already paid.

RESPECTFULLY SUBMITTED.

In San Juan, Puerto Rico, this 16th day of November, 2010.

NOTICE TO PARTIES IN INTEREST

PLEASE TAKE NOTICE that unless a written objection to this fee application is filed, with the Clerk of the U.S. Bankruptcy Court with copy to the undersigned, within 21 days from the date of this notice, pursuant to FRBP 2002(a)(7), this application may be allowed by the Court without further notice or hearing.

I HEREBY CERTIFY that on this same date I electronically filed the foregoing through the CM/ECF system, which will send notification of such filing to the parties to the parties appearing in said system including the U.S. Trustee.

I FURTHER HEREBY CERTIFY that I have mailed by United States Postal Service notice of the filing of such document to the non CM/ECF participants included in the master address list herein attached.

C. CONDE & ASSOC.
254 San José Street, Suite 5
San Juan , Puerto Rico 009011523
Tel.: (787) 729-2900; Fax: (787) 729-2203
Email: condecarmen@microjuris.com

/s/Carmen D. Conde Torres
CARMEN D. CONDE TORRES

APPROVED AND ACCEPTED.

/s/ Orlando Adrovet Molina
MR. ORLANDO ADROVET MOLINA
PRESIDENT
CARIAN MANAGEMENT, INC.

CERTIFICATION

I, Carmen M. Felices Vargas, of legal age, married and legal secretary of C. Conde & Associates, hereby certify:

1. That my name and personal circumstances are the ones stated above.
2. That all fax transmittals charged with this invoice were sent by me. Their cost is \$.25 per page.
3. That all photocopies charged with this invoice were made by me. Their cost is \$.25 per page.
4. That all stamps used were charged at \$.42 per stamp.
5. I execute this Certification for all legal purposes.

In San Juan, Puerto Rico, this 31th day of October, 2010.

/s/ Carmen M. Felices Vargas
CARMEN M. FELICES VARGAS

C. CONDE & ASSOC
254 San José Street
Suite 5
San Juan, PR 00901-1523

October 31, 2010

Invoice submitted to:
Carian Management

Invoice # 2010501

Professional Services

	<u>Hrs/Rate</u>	<u>Amount</u>
00. Pre-Bankruptcy Matters	27.70 273.01/hr	7,562.50
01. Petition, Schedules and SOFA	21.40 275.00/hr	5,885.00
02. First Day Motions	4.00 273.75/hr	1,095.00
03. Case Administration	24.80 268.95/hr	6,670.00
04. Employment of Professionals	4.60 260.87/hr	1,200.00
05. Claims and Creditors	5.90 257.63/hr	1,520.00
06. Meeting of Creditors	9.50 275.00/hr	2,612.50

	<u>Hrs/Rate</u>	<u>Amount</u>
08. Pending Litigation	9.70 260.82/hr	2,530.00
09. Executory Contract	1.50 263.33/hr	395.00
10. Monthly Operating Report	3.80 268.42/hr	1,020.00
11. Disclosure Statement	46.40 259.11/hr	12,022.50
14. Use of Cash Collateral	23.90 268.72/hr	6,422.50
15. Critical Vendors	1.30 275.00/hr	357.50
16. Post Petition Financing	55.40 275.00/hr	15,235.00
For professional services rendered	239.90	\$64,527.50
Additional Charges :		
	<u>Qty/Price</u>	
Other	36 35.92	1,292.98
Total costs		\$1,292.98
Total amount of this bill		\$65,820.48
4/27/2010 Retainer Fee.. Check No. 3927643		(\$15,000.00)
10/29/2010 Courtesy Discount.		(\$10,000.00)
Total payments and adjustments		(\$25,000.00)

Amount

Balance due

\$40,820.48

C. CONDE & ASSOC

254 San José Street
Suite 5
San Juan, PR 00901-1523

October 31, 2010

Invoice submitted to:
Carian Management

Invoice # 2010501

Professional Services

	<u>Hrs/Rate</u>	<u>Amount</u>
Carmen D. Conde, Esq.	123.20 272.99/hr	33,632.50
Geraldo A. Carlo	52.20 275.00/hr	14,355.00
Luis F. Colón Gonzalez	9.20 275.00/hr	2,530.00
Luisa S. Valle, Esq.	25.80 257.17/hr	6,635.00
Robert Freedman	29.50 250.00/hr	7,375.00
For professional services rendered	<hr/> 239.90	<hr/> \$64,527.50

Additional Charges :

	<u>Qty/Price</u>	<u>Amount</u>
Carmen D. Conde, Esq.	32 36.03	1,152.98
Luis F. Colón Gonzalez	4 35.00	140.00
Total costs		<hr/> \$1,292.98
Total amount of this bill		<hr/> \$65,820.48
4/27/2010 Retainer Fee.. Check No. 3927643		(\$15,000.00)
10/29/2010 Courtesy Discount.		(\$10,000.00)
Total payments and adjustments		<hr/> (\$25,000.00)
Balance due		<hr/> <hr/> \$40,820.48

C. CONDE & ASSOC
254 San José Street
Suite 5
San Juan, PR 00901-1523

October 31, 2010

Invoice submitted to:
Carian Management

Invoice # 2010501

Professional Services

	<u>Hrs/Rate</u>	<u>Amount</u>
<u>00. Pre-Bankruptcy Matters</u>		
3/26/2010 CDC First Meeting with client.	1.00 275.00/hr	275.00
4/5/2010 CDC Draft and Review engagement letter.	0.80 275.00/hr	220.00
4/8/2010 CDC Print and Review electronic report of cases previously filed at Bankruptcy Court re: La Reina Management, Inc.	0.30 275.00/hr	82.50
4/9/2010 CDC Second Meeting with client.	2.50 275.00/hr	687.50
4/13/2010 CDC Telephone call in and Telephone call out Maria. Re: Budget.	0.50 275.00/hr	137.50
4/14/2010 CDC Receive and Review email from client re: Rent due and not paid.	0.30 275.00/hr	82.50

		<u>Hrs/Rate</u>	<u>Amount</u>
4/14/2010	CDC Download and Review email from Andres Martinez re: email received from Atty. Diez re: payment of rents.	0.30 275.00/hr	82.50
4/16/2010	CDC Download and Review email from Maria Garcia re: projected schedule of receipts and disbursements for the period April 19-30 and May 1-31.	1.50 275.00/hr	412.50
4/19/2010	CDC Receive and Review email from client submitting copy of engagement letter signed.	0.20 275.00/hr	NO CHARGE
4/22/2010	CDC Receive and Review email from Andres to WB. re: Need of means to pay payroll.	0.50 275.00/hr	137.50
	CDC Telephone call in Maria to discuss budget.	0.40 275.00/hr	110.00
	CDC Telephone call in Andres to request information on retainer.	0.20 275.00/hr	55.00
	CDC Telephone call in Maria and Andres to discuss actual status with payroll and WB's opposition to withdraw moneys.	0.50 275.00/hr	137.50
4/26/2010	CDC Telephone call in and Telephone call out Maria re: budget	0.30 275.00/hr	82.50
5/5/2010	CDC Review documents and information provided. Review letter received today from WB. Request UCC reports.	6.00 275.00/hr	1,650.00
5/6/2010	CDC Review loan agreements with WB and amendments.	3.00 275.00/hr	825.00
	CDC Review Exhibits to Loan Agreements, Collateral, UCC. etc.	2.90 275.00/hr	797.50

		<u>Hrs/Rate</u>	<u>Amount</u>
5/6/2010	CDC	Review all information provided by client for the completion of the Schedules and Statement of Financial Affairs.	4.00 275.00/hr 1,100.00
	CDC	Meeting with clients. Discuss need to file the two corporations. Discuss possible conflict of interest/.	1.50 275.00/hr 412.50
5/10/2010	CDC	Receive and Review email from Andres Martinez re: letter to be sent to vendors	0.50 275.00/hr 137.50
	CDC	Draft and Review letter to be sent to vendors	0.50 275.00/hr 137.50
SUBTOTAL:		[27.70	7,562.50]

01. Petition, Schedules and SOFA

5/7/2010	CDC	Receive and Review files with copy of leases, including real property of Carian. Prepare Chart.	3.50 275.00/hr 962.50
5/10/2010	CDC	Draft and Review Petition	2.50 275.00/hr 687.50
5/18/2010	CDC	Review documents received and amend schedules and Draft and Review Statement of Financial Affairs .	0.80 275.00/hr 220.00
5/25/2010	CDC	Review of preliminary draft of schedules and Draft and Review Statement of Financial Affairs .	2.00 275.00/hr 550.00
5/26/2010	CDC	Draft and Review Schedules and SOFA	3.00 275.00/hr 825.00

			<u>Hrs/Rate</u>	<u>Amount</u>
5/27/2010	CDC	Final draft and review of schedules and statement of financial affairs. Review lease agreements and loan documents.	3.40 275.00/hr	935.00
	CDC	Receive and Review schedules and statement of financial affairs AAA.	1.50 275.00/hr	412.50
	CDC	Meeting with clients to discuss Final draft and review of schedules and statement of financial affairs.	2.20 275.00/hr	605.00
	CDC	Review and amend schedules and Draft and Review Statement of Financial Affairs .	2.50 275.00/hr	687.50
SUBTOTAL:			[21.40	5,885.00]

02. First Day Motions

6/2/2010	LSV	Draft and Review email to counsel for AAA regarding first day motions for utilities.	0.30 275.00/hr	82.50
6/3/2010	LSV	Receive and Review response email from counsel for AAA regarding 366 motions for PREPA and submitting copy of proposal by PREPA	0.30 275.00/hr	82.50
	CDC	Conference call with Mr. Munoz re multiple pending matters.	0.50 275.00/hr	137.50
6/8/2010	LSV	Telephone call out to counsel for PREPA re: 366 request and bond required	0.30 275.00/hr	82.50
6/9/2010	LSV	Receive and Review detail of AEE and AAA accounts amended	0.50 275.00/hr	137.50

		<u>Hrs/Rate</u>	<u>Amount</u>
6/17/2010	LSV Receive and Review list of bonds for 366 motion with AAA	0.30 275.00/hr	82.50
6/29/2010	LSV Telephone call out to AAA (Morales) re: 366 motion and new bonds	0.30 275.00/hr	82.50
	LSV Telephone call out to PREPA regarding bonds and 366 motions. Left Message.	0.10 275.00/hr	27.50
	LSV Telephone call in from Debtor to discuss PREPA and AAA 366 motions	0.40 275.00/hr	110.00
	LSV Telephone call out to PREPA officials (Gorbea) re: new bonds amounts and stipulation	0.30 275.00/hr	82.50
7/7/2010	LSV Meeting with Debtor to discuss 366 motion to be filed with AEE and AAA	0.50 275.00/hr	137.50
7/28/2010	LSV Receive and Review order approving stipulation with AEE	0.10 250.00/hr	25.00
	LSV Receive and Review order approving stipulation with PRASA	0.10 250.00/hr	25.00
SUBTOTAL:		[4.00	1,095.00]

03. Case Administration

5/10/2010	LSV Draft and Review motion requesting administrative consolidation	0.50 250.00/hr	125.00
	CDC Meeting with clients and Mr. Edgardo Munoz. Re: Leases, shares, loan agreements, etc.	2.50 275.00/hr	687.50

			<u>Hrs/Rate</u>	<u>Amount</u>
5/10/2010	CDC	Meeting with Mr. Edgardo Munoz to discuss action to follow.	1.00 275.00/hr	275.00
	CDC	Receive and Review letter to shareholder. Edit letter.	0.50 275.00/hr	137.50
5/17/2010	CDC	Receive and Review emails and Telephone call in from various creditors requesting information. Information was provided.	0.50 275.00/hr	137.50
	LSV	Telephone call in from Farmacia Toledo (Landlord of Arecibo premises) regarding bankruptcy filing and Debtor's intent of the lease	0.30 275.00/hr	NO CHARGE
	CDC	Various Telephone call in and Telephone call out client. re: status and action to follow.	0.50 275.00/hr	137.50
5/24/2010	CDC	Continue working on bank documents and loan agreement with W.B. Receive and Review additional information.	1.00 275.00/hr	275.00
5/25/2010	CDC	Telephone call in and Telephone call out Mr. Munoz: Status of case of AAA Imports and Carian Managemet.	0.40 275.00/hr	110.00
	CDC	Draft and Review email to Mr. Munoz for meeting on Thursday.	0.20 275.00/hr	55.00
	CDC	Multiple Telephone call in and Telephone call out from parties interested in case and creditors of AAA. Refer to Mr. Muñoz.	0.50 275.00/hr	137.50
5/26/2010	CDC	Telephone call out client to coordinate meeting tomorrow.	0.30 275.00/hr	82.50

			<u>Hrs/Rate</u>	<u>Amount</u>
5/26/2010	CDC	Various emails in and out BPPR and Mr. Munoz to coordinate meeting tomorrow.	0.50 275.00/hr	137.50
5/27/2010	CDC	Meeting at BPPR.	1.50 275.00/hr	412.50
	CDC	Meeting with clients.	2.00 275.00/hr	550.00
	LSV	Print and Review Docket	0.10 275.00/hr	27.50
6/1/2010	CDC	Print and Review Docket	0.10 275.00/hr	27.50
6/2/2010	LSV	Draft and Review timetable of all pending matters for the next 120 days	1.00 275.00/hr	275.00
6/3/2010	CDC	Draft and Review email to clients re: findings of conference call with Mr. Munoz.	0.50 275.00/hr	137.50
	CDC	Telephone call out client to discuss multiple matters pending.	0.10 275.00/hr	27.50
	CDC	Telephone call in Mr. Munoz re: Cash Collateral and other issues. A conference call was scheduled for 4PM.	0.30 275.00/hr	82.50
6/7/2010	CDC	Print and Review Docket	0.10 275.00/hr	27.50
6/8/2010	CDC	Telephone call out Mr. Martinez to discuss multiple issues.	0.20 275.00/hr	55.00
	CDC	Receive and Review fax from client submitting copy of resolucion corporativa y Declaracion sobre Volumen de Negocios del 2009	0.50 275.00/hr	137.50

			<u>Hrs/Rate</u>	<u>Amount</u>
6/9/2010	CDC	Meeting with clients and attorney for AAA Imports to discuss new budget.	1.50 275.00/hr	412.50
6/14/2010	CDC	Print and Review Docket	0.10 275.00/hr	27.50
6/24/2010	CDC	Print and Review Docket	0.10 275.00/hr	27.50
7/5/2010	CDC	Print and Review Docket .	0.10 275.00/hr	27.50
7/12/2010	CDC	Meeting with clients and Mr. Munoz. Telephone call out BPPR to discuss need of deposits in transit into adm. account.	2.00 275.00/hr	550.00
7/14/2010	CDC	Prepare status report to be file. Prepare for hearing tomorrow.	1.00 275.00/hr	275.00
7/15/2010	CDC	Telephone call in Mr. Miguel Gonzalez. Status of payment. I informed him it was AAA the debtor not Carian.	0.20 275.00/hr	55.00
	CDC	Appearance at Court for status conference.	1.00 275.00/hr	275.00
7/19/2010	LSV	Receive and Review status conference report	0.20 250.00/hr	50.00
7/21/2010	LSV	Print and Review Docket	0.10 250.00/hr	25.00
7/22/2010	LSV	Print and Review Docket	0.10 250.00/hr	25.00
7/23/2010	LSV	Receive and Review Proof of Claim filed by Mercado Plaza	0.10 250.00/hr	25.00

		<u>Hrs/Rate</u>	<u>Amount</u>
7/23/2010	CDC Draft and Review email to Mr. Munoz. re: Need to meet on Tuesday. Receive and Review response and confirmation.	0.20 275.00/hr	55.00
7/27/2010	CDC Print and Review Docket .	0.10 275.00/hr	27.50
	LSV Receive and Review minutes of status conference hearing	0.10 250.00/hr	25.00
7/28/2010	LSV Receive and Review order granting limited notice	0.10 250.00/hr	25.00
7/29/2010	LSV Receive and Review title studies for 11 lots of the Debtor	1.50 250.00/hr	375.00
8/3/2010	CDC Review files to verify account numbers.	0.10 275.00/hr	27.50
	CDC Telephone call in and Telephone call out Mr. Martinez re: need of transfer of funds from old account.	0.20 275.00/hr	55.00
8/4/2010	CDC Telephone call out to Mr. Martinez: Various matters.	0.30 275.00/hr	82.50
8/25/2010	CDC Print and Review Docket	0.10 275.00/hr	27.50
9/8/2010	CDC Print and Review Docket	0.10 275.00/hr	27.50
9/14/2010	CDC Print and Review Docket	0.10 275.00/hr	27.50
9/22/2010	CDC Print and Review Docket.	0.10 275.00/hr	27.50

		<u>Hrs/Rate</u>	<u>Amount</u>
9/28/2010	CDC Print and Review Docket.	0.10 275.00/hr	27.50
10/25/2010	CDC Print and Review Docket	0.10 275.00/hr	27.50
SUBTOTAL:		[24.80	6,670.00]

04. Employment of Professionals

5/26/2010	CDC Telephone call in and Telephone call out Mr. Jorge Marchand. Re: Public relations.	0.50 275.00/hr	137.50
7/27/2010	LSV Telephone call out to auditor re: engagement and filing of application	0.20 250.00/hr	50.00
7/28/2010	LSV Receive and Review profile of external auditors firm	0.50 250.00/hr	125.00
	LSV Receive and Review email from Debtor confirming approval of fees for external auditor	0.10 250.00/hr	25.00
	LSV Draft and Review amended external auditors application and verified statement	1.00 250.00/hr	250.00
	LSV Receive and Review order approving employment of accountant for the estate	0.10 250.00/hr	25.00
	LSV Draft and Review email to Debtor submitting amended proposal sent by external auditor and requesting their final approval	0.20 250.00/hr	50.00
	LSV Receive and Review amended proposal sent by external auditor	0.30 250.00/hr	75.00

		<u>Hrs/Rate</u>	<u>Amount</u>
7/28/2010	LSV Telephone call in from external auditor re: amended proposal	0.20 250.00/hr	50.00
10/29/2010	CDC Draft and Review application for Compensation.	1.50 275.00/hr	412.50
SUBTOTAL:		[4.60	1,200.00]

05. Claims and Creditors

5/19/2010	CDC Telephone call in and Telephone call out Ms. Cividanes. re: Executory contracts.	0.40 275.00/hr	110.00
5/20/2010	CDC Telephone call in and Telephone call out Victoriano Quintana from Marvic Parking re: status of bankruptcy.	0.20 275.00/hr	55.00
5/25/2010	CDC Telephone call in and Telephone call out Mr. Munoz re: Status of use of cash collateral.	0.30 275.00/hr	82.50
6/1/2010	LSV Telephone call in from various creditors outside of the US regarding notice of filing and claims to be filed	0.20 250.00/hr	50.00
6/2/2010	CDC Telephone call in Brrokin Lolipops . They sent the merchandise by the end of 27 de April of \$35,560.	0.50 275.00/hr	137.50
6/7/2010	LSV Receive and Review fax sent by counsel for AAA re: claim for municipal taxes	0.50 275.00/hr	137.50
7/9/2010	CDC Receive and Review statement of account of Condominio El Canton Mall.	0.50 275.00/hr	137.50
7/23/2010	CDC Receive and Review email from BPPR Ms. Davidson re: Payment to BPPR. Draft and Review email to client re: Payments to BPPR.	0.40 275.00/hr	110.00

			<u>Hrs/Rate</u>	<u>Amount</u>
8/2/2010	LSV	Receive and Review Proof of Claim filed by Sweet House	0.10 250.00/hr	25.00
	LSV	Receive and Review Proof of Claim filed by ORO Candy Distributors	0.10 250.00/hr	25.00
9/15/2010	CDC	Letter from client re: payment of Four Season	0.10 275.00/hr	NO CHARGE
9/20/2010	CDC	Proof of Claim filed by Banco Popular de PR	0.20 275.00/hr	55.00
9/22/2010	LSV	Telephone call out to Debtor re: reconnection of power from PREPA	0.20 250.00/hr	50.00
	LSV	Telephone call in from Debtor to inform that PREPA had disconnected power at the facilities of Aguadilla, Arecibo and Bayamon.	0.30 250.00/hr	75.00
	LSV	Multiple Telephone call out and Telephone call in with PREPA to discuss reconnection of power for three facilities.	0.50 250.00/hr	125.00
9/23/2010	LSV	Draft and Review email to counsel for PREPA re: submitting evidence of payment of invoices due	0.30 250.00/hr	75.00
10/12/2010	LSV	Proof of Claim filed by Puerto Rico Depart. of Labor	0.20 250.00/hr	50.00
10/20/2010	CDC	Telephone call in and Telephone call out Mr. Colberg re: Antilles Insurance.	0.30 275.00/hr	82.50
10/21/2010	CDC	Draft and Review variuos emals client and Mr. Sergio Ramirez de Arellano re: Paymentos to Canton Mall	0.50 275.00/hr	137.50

			<u>Hrs/Rate</u>	<u>Amount</u>
10/28/2010	CDC	Receive and Review email from attorney Molina. re: various creditors.	0.10 275.00/hr	NO CHARGE
SUBTOTAL:			[5.90	1,520.00]

06. Meeting of Creditors

5/6/2010	CDC	Receive and Review notice of 341 Meeting.	0.30 275.00/hr	82.50
5/20/2010	CDC	Draft and Review letter to client re: Initial Debtor Interview.	0.40 275.00/hr	110.00
	CDC	Receive and Review letter from US trustee re: Initial Debtor Interview	0.30 275.00/hr	82.50
6/9/2010	CDC	Preparation for Initial Debtor Interview with clients. Other matters discussed and addressed.	2.50 275.00/hr	687.50
6/14/2010	CDC	Appear to Initial Debtor Interview.	1.00 275.00/hr	275.00
6/18/2010	CDC	Prepare clients for meeting of creditors. Review files and documentation including rent due .	2.00 275.00/hr	550.00
6/21/2010	CDC	Appear at meeting of creditors of Carian Management .	3.00 275.00/hr	825.00
SUBTOTAL:			[9.50	2,612.50]

08. Pending Litigation

6/8/2010	LCG	Receive and Review fax from client submitting copy of Citacion y notificacion de penalidad by OSHA	0.50 275.00/hr	137.50
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		<u>Hrs/Rate</u>	<u>Amount</u>
6/14/2010	LCG Review OSHA Regulations.	2.00 275.00/hr	550.00
	LCG Review documents provided by client and Ley de Patentes	1.50 275.00/hr	412.50
6/15/2010	LCG Telephone call out to client to set up a meeting for tomorrow re: Municipal tax	0.10 275.00/hr	27.50
6/16/2010	LCG Meeting with Mr. Soto to discuss cases and organize evidence. OSHA	2.20 275.00/hr	605.00
6/22/2010	LCG Appearance at hearing at Department of Labor regarding the imposition of fines. Negotiated fine reduction from 5,000.00 to 1,000.00 re:OSHA	1.50 275.00/hr	412.50
6/28/2010	CDC Receive and Review letter from Atty. Colon Gonzalez related to matters of penalties from Department of Labor.	0.50 275.00/hr	NO CHARGE
9/13/2010	LCG Draft and Review Motion for Rescheduling of Trial. re: Municipal Tax.	1.00 275.00/hr	275.00
	LCG Telephone call out to Mr. Soto to inform scheduling of hearing re: Municipal Tax	0.20 275.00/hr	55.00
9/20/2010	LCG Receive and Review Order scheduling hearing for October 26, 2010 re: Municipal Tax	0.20 275.00/hr	55.00
SUBTOTAL:		[9.70	2,530.00]

09. Executory Contract

5/17/2010	LSV Draft and Review email to counsel for AAA Imports regarding Arecibo landlord	0.30 275.00/hr	82.50
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		<u>Hrs/Rate</u>	<u>Amount</u>
8/4/2010	CDC Receive and Review motions send by Mr. Munoz to assume or reject Toa Alta's lease. Draft and Review response to Mr. Munoz.	0.50 275.00/hr	137.50
10/11/2010	LSV Receive and Review email from counsel for El Canton Mall re: arrears for the rent of August and September	0.20 250.00/hr	50.00
	LSV Draft and Review email to Debtor requesting that they provide us with a detail of payments made to El Canton Mall	0.30 250.00/hr	75.00
	LSV Receive and Review email from counsel for El Canton Mall amounts stated in the plan as pre-petition debt	0.20 250.00/hr	50.00
SUBTOTAL:		[1.50	395.00]

10. Monthly Operating Report

7/21/2010	LSV Download, review, prepare cover page and file Monthly Operating Report for June 2010.	1.00 250.00/hr	250.00
8/20/2010	CDC Download, review, prepare cover page and file Monthly Operating Report for the month of July 2010.	1.00 275.00/hr	275.00
9/17/2010	CDC Download, review, prepare cover page and file Monthly Operating Report for the month of August, 2010	0.80 275.00/hr	220.00
10/21/2010	CDC Download, review, prepare cover page and file Monthly Operating Report for the month of September, 2010	1.00 275.00/hr	275.00
SUBTOTAL:		[3.80	1,020.00]

		<u>Hrs/Rate</u>	<u>Amount</u>
<u>11. Disclosure Statement</u>			
8/10/2010	CDC Meeting with clients and Mr. Munoz , including Ms. Barroso in preparation for Disclosure Statement and Plan of both related Debtor.	2.00 275.00/hr	550.00
8/12/2010	CDC Telephone call in and Telephone call out Ms. Barroso re: clasification of claims, liquidation analysis and projections.	0.30 275.00/hr	82.50
8/16/2010	RF Commence drafting of Disclosure Statement and identify common facts and claims for both debtors.	5.50 250.00/hr	1,375.00
8/18/2010	CDC Meeting with clients , Ms. Barroso and Mr. Munoz to discuss first draft of Disclosure Statement.	2.00 275.00/hr	550.00
8/23/2010	CDC Review and amend of Disclosure Statement. Review loan agreement, appraisals, schedules, and title studies.	3.80 275.00/hr	1,045.00
	RF Review loan document, property appraisals, and title reports. Update Disclosure Statement. Prepare chart of property for DS.	5.50 250.00/hr	1,375.00
	CDC Telephone call in and Telephone call out Mr. Martinez re: need of Appraisal reports.	0.20 275.00/hr	55.00
	CDC Meeting with accountant Barroso and Mr. Freedman to discuss amendments to first draft of disc. statement.	1.50 275.00/hr	412.50
8/24/2010	CDC Review latest version of the disclosure statement and exhibits thereto.	1.90 275.00/hr	522.50

		<u>Hrs/Rate</u>	<u>Amount</u>
8/24/2010	CDC Telephone call in Ms. Barroso to discuss payment plan.	0.50 275.00/hr	137.50
	RF Update, edit and review Disclosure Statement. Prepare supporting exhibits. Implement changes to Disclosure Statement in light of Accountant's payment plan. Commence drafting of Plan of Reorganization.	5.10 250.00/hr	1,275.00
8/26/2010	RF Update Disclosure Statement in light of changes to payment plan. Review classes and update. Compile all exhibits for paper copy to deliver to client. Finalize Plan of Reorganization.	2.70 250.00/hr	675.00
	CDC Finalize review and amendments to disclosure statement and Plan.	1.50 275.00/hr	412.50
	RF Disclosure Statement - update all numbers in Disclosure Statement regarding treatment of classes. Update throughout day as Payment Plan was revised. Reviewed for congruence with Carian Disclosure Statement. Compile paper copies for deliver to client.	3.50 250.00/hr	875.00
	CDC Telephone call out Ms. Barroso to clarify numbers in the payment plan.	0.20 275.00/hr	55.00
9/1/2010	RF Organize meeting to discuss Disclosure Statement. Attach relevant documents.	0.20 250.00/hr	50.00
9/3/2010	RF Prepare exhibits and Disclosure Statement for final review. Meet with client to discuss changes and review document. Implement final suggestions in accordance with final changes to payment plan.	4.80 250.00/hr	1,200.00

		<u>Hrs/Rate</u>	<u>Amount</u>
9/7/2010 RF	Verify latest review of Disclosure Statement, prepare all documents for filing, draft motions submitting the documents, and file.	1.50 250.00/hr	375.00
CDC	Telephone call out Migdalia Guasp to discuss disclosure statement treatment to BPPR.	0.20 275.00/hr	55.00
CDC	Final review of latest draft of disclosure statement and plan.	1.20 275.00/hr	330.00
9/8/2010 RF	Prepare and file Certificate of Service for Disclosure Statement.	0.50 250.00/hr	125.00
CDC	Telephone call in Mr. Munoz to discuss various issues: disclosure statement, use of cash collateral, executory contracts.	0.50 275.00/hr	137.50
9/20/2010 CDC	Meeting at BPPR with Mr. Marini and Mr. Ubaldo to discuss documents.	1.00 275.00/hr	275.00
9/21/2010 RF	Review file and Deliver editable copy of Disclosure Statement to BPPR.	0.20 250.00/hr	50.00
9/29/2010 CDC	Receive and Review order setting Disclosure Statement hearing	0.10 275.00/hr	27.50
SUBTOTAL:		[46.40	12,022.50]

14. Use of Cash Collateral

5/10/2010 LSV	Draft and Review first draft of motion for use of cash collateral.	3.00 250.00/hr	750.00
LSV	Review and Analyze specific provision of Loan and Security Agreement with Westernbank	3.00 250.00/hr	750.00

			<u>Hrs/Rate</u>	<u>Amount</u>
5/19/2010	LSV	Draft and Review email to Debtor re: Use of Cash Collateral	0.30 275.00/hr	82.50
	LSV	Draft and Review email to counsel for BPPR re: Use of Cash Collateral draft	0.50 275.00/hr	137.50
5/27/2010	CDC	Meeting with client at BPPR to discuss further use of cash collateral.	1.50 275.00/hr	412.50
	LSV	Prepare file and other documents for meeting with BPPR to discuss permanent use of cash collateral	0.50 275.00/hr	137.50
	LSV	Meeting with BPPR re: permanent use of cash collateral and extension of interim stipulation	1.50 275.00/hr	412.50
6/1/2010	LSV	Receive and Review draft of joint motion for extension of interim use of cash collateral sent by BPPR	0.50 275.00/hr	137.50
	LSV	Draft and Review email to counsel for AAA Imports re: amended budget to be included to joint motion	0.30 275.00/hr	82.50
6/9/2010	CDC	Meeting with client and Mr. Munoz to discuss the use of cash collateral and Carian's position.	2.00 275.00/hr	550.00
6/15/2010	LSV	Draft and Review email to counsel for BPPR regarding extension of interim use of cash collateral	0.30 275.00/hr	82.50
7/12/2010	CDC	Receive and Review latest projections for proposal to BPPR.	275.00/hr	NO CHARGE
8/16/2010	CDC	Telephone call in Mr. Munoz to discuss action to follow re: BPPR	0.30 275.00/hr	82.50

			<u>Hrs/Rate</u>	<u>Amount</u>
8/20/2010	CDC	Telephone call in and Telephone call out Mr. Munoz . Multiple emails with Marini from BPPR re: Stipulation for use of cash.	0.80 275.00/hr	220.00
8/24/2010	CDC	Review Cash Collateral stipulation - review and highlight changes. Obtain most recent drafts from BPPR. Review supporting exhibits.	1.70 275.00/hr	467.50
	CDC	Receive and Review latest draft of agreement. Multiple emails received from Mr. Munoz.	2.10 275.00/hr	577.50
	CDC	Receive and Review latest draft of agreement. Multiple emails received from Mr. Munoz.	1.90 275.00/hr	522.50
	CDC	Telephone conference with Mr. Munoz to discuss the stipulation for use of cash collateral. Review UCC and Draft and Review some clauses.	0.90 275.00/hr	247.50
8/25/2010	CDC	Receive and Review final version for stipulation on use of cash collateral. Draft and Review email to Mr. Munoz	1.00 275.00/hr	275.00
	CDC	Telephone call in and Telephone call out Luis Marini to discuss motion for use of cash collateral.	0.30 275.00/hr	82.50
8/26/2010	CDC	Telephone call in with Mr. Munoz to discuss final version of motion for use of cash collateral.	0.50 275.00/hr	137.50
9/8/2010	CDC	Conference call with Mr. Marini and Mr. Munoz re: Final agreement for use of cash collateral.	0.30 275.00/hr	82.50

		<u>Hrs/Rate</u>	<u>Amount</u>
9/10/2010	CDC Telephone call in and Telephone call out Attorney Ubaldo. Motion to be filed.	0.20 275.00/hr	55.00
	CDC Receive and Review stipulation on the use of cash collateral and adequate protection until dec 31, 2010	0.50 275.00/hr	137.50
SUBTOTAL:		[23.90	6,422.50]

15. Critical Vendors

6/4/2010	CDC Receive and Review email from Maria re: list of critical vendors and bonds of PREPA.	0.50 275.00/hr	137.50
6/9/2010	LSV Meeting with Debtor to discuss requirement for designation of critical vendors and discuss proposed list	0.50 275.00/hr	137.50
	LSV Receive and Review list of porposed critical vendors	0.30 275.00/hr	82.50
SUBTOTAL:		[1.30	357.50]

16. Post Petition Financing

6/8/2010	GAC Review files of case and dockets	2.00 275.00/hr	550.00
6/9/2010	GAC Meeting with C Conde to obtain additional information regarding DIP financing with Government Development Bank	1.90 275.00/hr	522.50
	GAC Meeting in office with C Conde to discuss possible financing and other matters pending	1.00 275.00/hr	275.00

			<u>Hrs/Rate</u>	<u>Amount</u>
6/10/2010	GAC	Review WB loan documents. Tel calls scheduling meetings at Government Development Bank.	3.50 275.00/hr	962.50
6/29/2010	LSV	Telephone call out to Debtor regarding documents needed for approval of credit	0.20 275.00/hr	55.00
	LSV	Telephone call out to BPPR re: credit required for December 2010	0.30 275.00/hr	82.50
7/12/2010	CDC	Telephone call out Banco de Desarrollo. to discuss the need for temporary loan.	0.30 275.00/hr	82.50
	CDC	Telephone call out Banco de Desarrollo. Follow up for information to be submitted.	0.30 275.00/hr	82.50
	CDC	Telephone call out Ms. Rosso from Bco de Desarrollo. Draft and Review email to client. Meeting on Wednesday.	0.30 275.00/hr	82.50
	CDC	Various Telephone call in and Telephone call out Mr. Muñoz. Receive and Review various emails re: status of loan request	0.50 275.00/hr	137.50
7/14/2010	GAC	Meeting with H. Ramos and tel calls to schedule meetings at Government Economic Development Bank for DIP financing for client	2.50 275.00/hr	687.50
7/23/2010	CDC	Receive and Review letter to Bco. Desarrollo. Draft and Review amendments to letter.	0.40 275.00/hr	110.00
	CDC	Draft and Review letter send to Economic Development bank	0.20 275.00/hr	55.00
8/4/2010	GAC	Tel calls to Mr. Rodriguez. re: Follow up on need for DIP financing request.	0.50 275.00/hr	137.50

			<u>Hrs/Rate</u>	<u>Amount</u>
8/4/2010	CDC	Draft and Review email letter to BPPR: need for post petition financing.	0.10 275.00/hr	27.50
	GAC	Tel calls to Ken Oliver re: meeting at Gov. Dev. Bank for DFIP financing pending for client.	0.30 275.00/hr	82.50
	GAC	Various tel calls to H Ramos re: financing and contact with government bank officilas in charge of DIP financing requested.	0.50 275.00/hr	137.50
	GAC	Meeting in office with debtor's attorneys to discuss letter on post petition financing sent to government bank by client and amendments thereto.	2.00 275.00/hr	550.00
8/5/2010	GAC	Meeting with aide to governor to explain possible lost of employment and need for DIP financing.	2.50 275.00/hr	687.50
8/6/2010	GAC	Various tel calls to scheduled meeting with legal counsel to the governor atty Marschuach and Kathlyn Krumhausl re: DIP loan requested at government bank for client.	1.00 275.00/hr	275.00
	GAC	Attended meeting with legal counsel to the governor atty Marschuach and Kathlyn Krumhausl re: DIP loan requested at government bank for client.	3.00 275.00/hr	825.00
8/10/2010	GAC	Tel calls and scheluling of meeting with Mario Gazrtambide, aide to governor in charge of economic affairs re DIP loan requests pending for client.	2.00 275.00/hr	550.00
8/12/2010	GAC	Meeting at La Fortaleza with aide to the governor in charge of economic affairs re: DIP financing for client.	3.00 275.00/hr	825.00

		<u>Hrs/Rate</u>	<u>Amount</u>
9/3/2010	GAC	Draftted memorandum regarding meetings to be held on DIP financing at Gov. dev. Bank for client.	2.50 275.00/hr 687.50
9/13/2010	GAC	File Review and telephone calls to governemt agencies and bank to coordinate meeting at bank re: DIP financing.	4.00 275.00/hr 1,100.00
9/16/2010	GAC	Telephone calls and meetings at Government of Puerto Rico agencies, re: DIP financing.	4.00 275.00/hr 1,100.00
	CDC	Receive and Review letter to client from Banco de Desarrollo Economico.	0.10 275.00/hr 27.50
10/1/2010	GAC	Phone calls to the Government Development Bank officials: Jorge crespo, Marcos de la Villa and Rafael Lugo re: DIP financing request pending.	1.00 275.00/hr 275.00
10/6/2010	GAC	Telephone call with Attorney Edgardo Muniz, re DIP financing requested at GDBank for client.	15.00 275.00/hr 4,125.00
10/26/2010	CDC	Telephone call in client. Telephone call out Bco. de Desarrollo re: follow up loan.	0.30 275.00/hr 82.50
10/29/2010	CDC	Telephone call out Ms. Pellot re: follow up pending loan from Bco. Desarrollo.	0.20 275.00/hr 55.00
SUBTOTAL:		[55.40
For professional services rendered			239.90
			15,235.00]
			\$64,527.50

Additional Charges :

	<u>Qty/Price</u>	<u>Amount</u>
5/11/2010 Other Expenses/Invoice from Biz-Enituxia re: UCC at Department of State.	1 50.00	50.00
5/31/2010 Charge for legal investigation on Lexis Nexis. Invoice No. 1005124241	1 99.82	99.82
6/30/2010 Docket cost for printing pages through Internet during the month of April 2010 to May 2010	1 3.20	3.20
7/16/2010 Delivery Cost/Escrito al Expediente.	1 20.00	20.00
7/23/2010 Sellos de Rentas Internas/Suspensión de Vista	1 40.00	40.00
Delivery Cost/solicitud de Descubrimiento de Prueba TPI/Guaynabo and copy to Fiscalía de Bayamon.	1 40.00	40.00
7/30/2010 Other Expenses/Title Study of various properties.	1 900.00	900.00
8/1/2010 Docket cost for printing pages through Internet during the month of June 2010 to July 2010	1 14.16	14.16
9/8/2010 Postage Cost/Notice to Creditors re: filing of disclosure statement and plan of reorganization.	13 0.44	5.72
Copying Cost/Notice to Creditors re: filing of disclosure statement and plan of reorganization.	13 0.25	3.25
9/15/2010 Sellos de Rentas Internas/Moción de suspensión	1 40.00	40.00
10/1/2010 Charge for legal investigation on Lexis Nexis. Invoice No. 1009065545	1 76.83	76.83
Total costs		<hr/> \$1,292.98

	<u>Amount</u>
Total amount of this bill	<u>\$65,820.48</u>
4/27/2010 Retainer Fee.. Check No. 3927643	(\$15,000.00)
10/29/2010 Courtesy Discount.	<u>(\$10,000.00)</u>
Total payments and adjustments	(\$25,000.00)
Balance due	<u><u>\$40,820.48</u></u>